

**Harold H. Pigg
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P.O. Box 6887 (79493)
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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
LUBBOCK DIVISION**

In Re: §
Caprock Wine Company, L.L.C. §
§
§
§
Debtor §
§
§
§
CASE NO. 09-50576-rlj-11

**DEBTOR'S MOTION FOR AUTHORITY TO USE CASH COLLATERAL,
REQUEST FOR PRELIMINARY HEARING AND MOTION FOR PAYMENT OF
CRITICAL VENDOR AND OTHER CLAIMS AND REQUEST FOR
EXPEDITED HEARING**

TO THE HONORABLE ROBERT L. JONES, U.S. BANKRUPTCY JUDGE:

I.
MOTION FOR AUTHORITY TO USE CASH COLLATERAL

Now comes the above-captioned Debtor-in-Possession (hereinafter "Debtor"), and moves this Court pursuant to 11 U.S.C .§363 (c)(2) to enter an order permitting the use of cash collateral as defined in 11 U.S.C. 363(a) in which PlainsCapitalBank (hereinafter "Creditor") and the estate have an interest. The Debtor alleges as follows:

1. The Debtor filed a petition for relief under Chapter 11 of the Bankruptcy Code on December 23, 2009.
2. This Court has jurisdiction over this proceeding pursuant to 28 U.S.C. § 1334, 11 U.S.C. § 363(c)(2), and Federal Rule of Bankruptcy Procedure 4001(b).

3. The bankruptcy estate has an interest in cash, receivables and inventory (hereinafter "Cash Collateral"), which is subject to the Creditor's Security Interest.
4. Creditor has not agreed to the Debtor's proposed use of the Cash Collateral.
5. Debtor proposes to use the Cash Collateral in the amount of the cash received in the sale of wine and merchandise inventory; cash received in the wine production charges incurred by others, cash received through events hosted at the facilities; and cash received in the collection of account receivables.
6. Debtor attaches hereto as Exhibit A Projections of Cash Flow, Event Revenue Detail, Bottling Expense Detail and Marketing Expense Detail for the period January through June, 2010, exclusive of attorney fees and contract para-professional fees which will be submitted later. Debtor requires the use of cash collateral for the payment of these operating expenses as set forth in Exhibit A. Debtor believes the expenses listed on the Projections of Cash Flow, Bottling Expense Detail and Marketing Expense Detail are reasonable and necessary business expenses which must be paid in order to continue the Debtor's business.
7. Debtor is informed and believes that there is no alternative other than the use of the Cash Collateral and that such use is necessary to avoid irreparable harm to Debtor's rehabilitation under the Bankruptcy Code.
8. Debtor submits that Creditor is adequately protected through continuation of the monthly payments instituted by Creditor in the sum of \$3500.00; by the increase of the value of inventory through bottling which can be accomplished through use of the cash collateral; and by the increase of receivables due to the establishment

of a new relationship with a state-wide distributor. It is also submitted that Creditor has not, within the last two years, required any additional creditor protection in excess of what it would continue to possess during this reorganization process. Alternatively, should the Court find that Creditor is entitled to receive further adequate protection, Debtor submits, without waiving its claim that adequate protection is not required, that Debtor segregate a percentage, not greater than ten percent, in an account maintained for the purpose of providing adequate protection to Creditor and/or Creditor be granted a replacement lien on all inventory value generated in the bottling process.

II.
REQUEST FOR PRELIMINARY HEARING

Debtor requests the Court to schedule a preliminary hearing pursuant to 11 U.S.C. §363(c)(2)(B) and (c)(3). Debtor would show the Court that payment of certain vendors, utilities, payroll, taxes and fees is required or will be required prior to normal scheduling of this Motion for a hearing. Debtor seeks a preliminary hearing on those critical payments identified in attached Exhibit B. Payment of the sums identified on Exhibit B is required for the continued operation of Debtor's business, and for its good faith attempt to reorganize.

III.
**MOTION FOR PAYMENT OF CRITICAL
VENDOR AND OTHER CLAIMS**

Debtor seeks authority to pay those critical vendor and other claims identified in the attached Exhibit B, pursuant to this Court's equitable powers under Section 105(a), Bankruptcy Code. The vendor and other claims shown in Exhibit B require payment prior to the scheduling of a hearing on Debtor's Motion for Use of Cash Collateral.

Debtor would show that no Creditor has sought relief from the stay against collection of any of Debtor's listed debts under Bankruptcy Code 362(d), for cause. Payment of the debts listed in Exhibit B are deemed critical and necessary for the reorganization sought by Debtor-in-Possession:

IV.
REQUEST FOR EXPEDITED HEARING

Debtor states that a need exists for expedited consideration of its Motion for Payment of Critical Vendor and Other Claims. For cause, Debtor would show that it must have the immediate use of cash arising from the sale of existing inventory, merchandise and hosting of events for the purpose of maintaining its employees, for payment of essential vendors, payment of excise taxes, health insurance premium, utilities, Trustee's fees, and to continue bottling operations to replenish the inventory. It is submitted that payment of these expenses is critical to the continued operation of the business, and to permit an orderly reorganization. It is believed that payment will be required prior to any resolution of Debtor's Motion for Use of Cash Collateral.

PRAYER

WHEREFORE PREMISES CONSIDERED, the Debtor prays that its Motion for Authority to Use Cash Collateral, Request for Preliminary Hearing and Motion for Payment of Critical Vendor Claims and Request for Expedited Hearing be granted, after appropriate notice to other creditors and parties in interest in this bankruptcy case, and for such other and further relief whether at law or in equity as the court may deem necessary and proper.

Respectfully Submitted,

HAROLD H. PIGG

LAW OFFICES OF HAROLD H. PIGG
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4808 B. Knoxville Avenue
Lubbock, Texas 79413
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Facsimile Number: 785-1565
E-mail hhplaw@sbcglobal.net

/s/ Harold H. Pigg
Harold H. Pigg, SBN: 16005000
Attorneys for
Caprock Wine Company, L.L.C.

CERTIFICATE OF CONFERENCE

On the 21st day of January 2010, I certify that I conferred with Michael Cooley of Gardere, Wynne and Sewell, L.L.P., 3000 Thanksgiving Tower, 1601 Elm Street, Dallas, Texas 75201-4761 counsel for PlainsCapital Bank, and such Creditor objects to the relief sought.

/s/ Harold H. Pigg
Harold H. Pigg

CERTIFICATE OF SERVICE

I certify that a true and correct copy of the forgoing Debtor's Motion for Authority to Use Cash Collateral, Request for Preliminary Hearing and Motion for Payment of Critical Vendor Claims and Request for Expedited Hearing was served on the following parties in interest on this 21st day of January, 2010.

1. Ms. Nancy Resnick
U.S. Trustee's Office
1100 Commerce Street
Room 9C60
Dallas, Texas 75242
2. Michael Cooley
Gardere, Wynne, Sewell, L.L.P.
3000 Thanksgiving Tower
1601 Elm Street
Dallas, TX 75201-4761
3. All other parties on the attached matrix.

/s/ Harold H. Pigg
Harold H. Pigg

CapRock Wine Company LLC
Projections of Cash Flow
January - June 2010

CASH INFLOW/OUTFLOW

January - June 2010

EXHIBIT A

	<u>January</u>	<u>February</u>	<u>March</u>	<u>April</u>	<u>May</u>	<u>June</u>
General and Administrative Expenses						
Electric						
Gas	\$3,000.00	\$3,000.00	\$3,000.00	\$3,200.00	\$3,200.00	\$3,200.00
Trash	\$310.61	\$310.61	\$310.61	\$310.61	\$310.61	\$310.61
Telephone:	\$146.93	\$146.93	\$146.93	\$146.93	\$146.93	\$146.93
Cable Service						
Outsource Lease	\$236.96	\$236.96	\$236.96	\$236.96	\$236.96	\$236.96
Poka Lambro	\$167.32	\$167.32	\$167.32	\$167.32	\$167.32	\$167.32
Internet/Email						
ADT Theft/Fire Security	\$43.00	\$43.00	\$43.00	\$43.00	\$43.00	\$43.00
Auto Insurance	\$173.18	\$173.18	\$173.18	\$173.18	\$173.18	\$173.18
General Liab. / Property Insurance	\$106.60	\$106.60	\$106.60	\$106.60	\$106.60	\$106.60
Health Insurance	\$55.93	\$55.93	\$55.93	\$55.93	\$55.93	\$55.93
Accountant/Bookkeeper	\$136.64	\$136.64	\$136.64	\$136.64	\$136.64	\$136.64
N/A	\$2,286.00	\$2,286.00	\$2,286.00	\$2,286.00	\$2,286.00	\$2,286.00
	\$2,265.00	\$2,265.00	\$2,265.00	\$2,265.00	\$2,265.00	\$2,265.00
Total General and Administrative	\$7,242.17	\$9,528.17	\$9,528.17	\$9,528.17	\$9,728.17	\$9,728.17
Tax Expense						
Excise Tax						
TB	\$269.47	\$70.00	\$264.00	\$264.00	\$291.00	\$306.00
TABC	\$91.06	\$64.46	\$93.41	\$96.41	\$101.51	\$118.01
Sales Tax	\$53.89	\$14.00	\$52.80	\$52.80	\$58.20	\$61.20
Total Tax Expense	\$1,616.84	\$420.00	\$1,584.00	\$1,584.00	\$1,746.00	\$1,836.00
Ending Cash Balance	\$28,043.44	\$29,516.63	\$25,992.38	\$30,995.38	\$30,394.88	\$30,519.38
	\$2,308.92	(\$5,722.70)	(\$580.08)	\$559.55	\$3,999.67	\$12,815.30

CapRock Wine Company LLC
Projections of Cash Flow
January - June 2010

CASH INFLOW/OUTFLOW

January - June 2010

Beginning Cash Balance

CASH INFLOW

Wine Sales

Mexcor Distributors
Local distribution
Tasting Room Sales

Event Revenue

Total Revenue

CASH OUTFLOW

Bottling Expense

Event Expense

Wine Class Food

Movie Night Food

Sunday Brunch

Mardi Gras Entertainment

Total Event Expense

Marketing & Advertising

General Manager

Vice President

Advertising

Total Marketing & Advertising

Payroll Expense

Don Roark - President

Kirk - Vice President

Philip - General Manager

Marcello - Cellar Master

Part-time Employees

Total Payroll Expense

<u>January</u>	<u>February</u>	<u>March</u>	<u>April</u>	<u>May</u>	<u>June</u>
\$1,298.50	\$2,308.92	(\$5,722.70)	(\$580.08)	\$559.55	\$3,999.67

\$22,947.36	\$0.00	\$16,600.00	\$16,600.00	\$16,600.00	\$16,600.00
\$2,000.00	\$4,000.00	\$7,000.00	\$7,000.00	\$9,000.00	\$10,000.00
\$2,000.00	\$3,000.00	\$2,800.00	\$2,800.00	\$3,500.00	\$4,000.00
<u>\$26,947.36</u>	<u>\$7,000.00</u>	<u>\$26,400.00</u>	<u>\$26,400.00</u>	<u>\$29,100.00</u>	<u>\$30,600.00</u>
\$3,405.00	\$14,485.00	\$4,735.00	\$5,735.00	\$4,735.00	\$8,735.00
<u>\$30,352.36</u>	<u>\$21,485.00</u>	<u>\$31,135.00</u>	<u>\$32,135.00</u>	<u>\$39,835.00</u>	<u>\$39,335.00</u>

\$4,000.00

\$2,600.00

\$160.00	\$160.00	\$160.00	\$160.00	\$160.00	\$160.00
\$250.00	\$250.00	\$250.00	\$250.00	\$250.00	\$250.00
\$160.00	\$160.00	\$160.00	\$160.00	\$160.00	\$160.00
<u>\$570.00</u>	<u>\$1,570.00</u>	<u>\$570.00</u>	<u>\$570.00</u>	<u>\$570.00</u>	<u>\$570.00</u>

\$600.00	\$1,400.00	\$1,000.00	\$4,000.00	\$5,000.00	\$5,000.00
\$0.00	\$450.00	\$1,000.00	\$4,000.00	\$5,000.00	\$5,000.00
<u>\$500.00</u>	<u>\$500.00</u>	<u>\$1,000.00</u>	<u>\$4,000.00</u>	<u>\$5,000.00</u>	<u>\$5,000.00</u>
<u>\$1,300.00</u>	<u>\$2,350.00</u>	<u>\$1,000.00</u>	<u>\$4,000.00</u>	<u>\$5,000.00</u>	<u>\$5,000.00</u>

\$3,000.00	\$3,000.00	\$3,000.00	\$3,000.00	\$3,000.00	\$3,000.00
\$2,400.00	\$2,400.00	\$2,400.00	\$2,400.00	\$2,400.00	\$2,400.00
\$3,000.00	\$3,000.00	\$3,000.00	\$3,000.00	\$3,000.00	\$3,000.00
\$3,000.00	\$3,000.00	\$3,000.00	\$3,000.00	\$3,000.00	\$3,000.00
<u>\$1,500.00</u>	<u>\$1,500.00</u>	<u>\$1,500.00</u>	<u>\$1,500.00</u>	<u>\$1,500.00</u>	<u>\$1,500.00</u>
<u>\$12,900.00</u>	<u>\$12,900.00</u>	<u>\$12,900.00</u>	<u>\$12,900.00</u>	<u>\$12,900.00</u>	<u>\$12,900.00</u>

CapRock Wine Company LLC
 Event Revenue Detail
 January - June 2010

Special Events	Customers	\$/Customer	January	February	March	April	May	June
Weddings		\$670.00	\$2,000.00	\$2,000.00	\$3,000.00	\$2,000.00	\$6,000.00	
Wine Class	23	\$45	\$1,035.00	\$1,035.00	\$1,035.00	\$1,035.00	\$1,035.00	\$1,035.00
Movie Night	50	\$25	\$1,250.00	\$1,250.00	\$1,250.00	\$1,250.00	\$1,250.00	\$1,250.00
Sunday Brunch	30	\$15	\$450.00	\$450.00	\$450.00	\$450.00	\$450.00	\$450.00
Valentine Day Dinner	50	\$45	\$2,250.00	\$2,250.00	\$2,250.00	\$2,250.00	\$2,250.00	\$2,250.00
Mardi Gras Event	750	\$10	\$7,500.00					
Total Event Revenue			\$3,405.00	\$14,485.00	\$4,735.00	\$5,735.00	\$4,735.00	\$8,735.00

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CapRock Wine Company LLC
Bottling Expense Detail
January - June 2010

Bottling Expense		<u>January</u>	
Cases	\$Cost/Case		
400	\$1.50	\$600.00	
400	\$1.50	\$600.00	
		\$1,800.00	
		\$1,000.00	
		<u>\$4,000.00</u>	
<u>February</u>			
50	\$20.00	\$1,000.00	
50	\$20.00	\$1,000.00	
		\$600.00	
		<u>\$2,600.00</u>	

Sweet White
Sweet Red
Wine Consultant

Chardonnay 2006
Cabernet Sauvignon 2006
Ozone Sterilization Bottling Equipment

CapRock Wine Company LLC
Marketing Expense Detail
January - June 2010

Marketing Expense Detail

GM Travel

1/15 - Waco	\$200.00
1/16 - Killeen	\$200.00
1/26 - 1/28 Austin	\$400.00
Total January	\$800.00

2/1 Dallas	\$200.00
2/2 Dallas	\$200.00
2/8 Houston	\$200.00
2/9 Houston	\$200.00
2/10 Houston	\$200.00
2/23 San Antonio	\$200.00
2/24 San Antonio	\$200.00
Total GM February	\$1,400.00

Vice President Travel

2/18 Richardson TWGGA	\$150.00
2/19 Richardson TWGGA	\$150.00
2/20 Richardson TWGGA	\$150.00
Total VP February	\$450.00

GM & VP Travel

4/15 - 4/18 TX Wine Fest

\$2,000.00

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EXHIBIT B

PAYROLL EXPENSES

Pay Period #1
12/28/09 to 1/10/10

Don Roark \$1,500.00
President & CEO

Phillip Anderson \$1,500.00
General Manager

Marcello Vargas \$1,303.07
Cellar Master

Part Time Employees
Kirk Roark \$750.35
Colby Henson \$450.34
John Hogan \$250.49

Total Payroll 12/28/09 to 1/10/10 \$5,754.25

Pay Period #2
1/11/10 to 1/24/10

Don Roark \$1,500.00
President & CEO

Kirk Roark \$1,200.00
Vice President & CFO

Phillip Anderson \$1,500.00
General Manager

Marcello Vargas \$1,303.07
Cellar Master

Part Time Employees
Colby Henson \$800.00
John Hogan \$400.00

Total Payroll 1/11/10 to 1/24/10 \$6,703.07

Total Payroll \$12,457.32

UTILITIES

Atmos Energy	\$675.61
South Plains Electric Cooperative, Inc.	\$6,015.00

HEALTH INSURANCE

Assurant Health	\$1,574.08
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Airgas-Southwest
4312 IH 35 S
New Braunfels, TX 78132

Atmos Energy
P.O. Box 619785
Dallas, TX 75261-9785

Baltimore Glassware Decorators, Inc.
6240 Frankford Ave.
Baltimore, MD 21206

Brady Worldwide, Inc.
P.O. Box 95794
Chicago, IL 60694-5794

College Flowers
2002 Broadway
Lubbock, TX 79401

CT Corporation System
350 North St. Paul St.
Team 2
Dallas, TX 75201

Don Roark
408 E Woodrow Rd.
Lubbock, TX 79423

Flagship Products LLC
4502 Tortuga Cove
Austin, TX 78731

Hudnall Graphic Design
4212 41st St
Lubbock, TX 79413

KAMC 28
7403 S University
Lubbock, TX 79423

Amorim Cork America
2557 Napa Valley Corporate Drive, Ste A
Napa, CA 94558

B&D Customhouse Brokers, Inc.
340 N. Sam Houston Parkway East,
Suite 216
Houston, TX 77060

Barnett & Garcia, PLLC
211 RR 620 South, Suite 110
Austin, TX 78734

Cantine Marchesi Fumanelli Valpolicella
LOC Squarano San Floriano – 37029
San Pietro in Cariano, VR
ITALY

Comptroller of Public Accounts
Revenue Accounting Division –
Bankruptcy Section
P.O. Box 13528
Austin, TX 78711

The CBE Group Inc.
131 Tower Park Dr.
Suite 100
Waterloo, IA 50701

Emery Dirt & Septic
502 NCR 2930
Lubbock, TX 79403

GAP Broadcasting Lubbock, LLC
P.O. Box 202228
Dept. 22804
Dallas, TX 75320-2228

Department of the Treasury
Internal Revenue Service
Special Procedures, Insolvency
P.O. Box 21126
Philadelphia, PA 19114

LabelOne Connect, Inc.
7778 SW Nimbus Ave. Bldg. 10
Beaverton, OR 97008

Assurant Health
501 W. Michigan Street
P.O. Box 624
Milwaukee, WI 53201-0624

Bailey Boiler Works, Inc.
1103 FM 1585
Lubbock, TX 79423

BevCo International, LLC
11339 Todd Street
Houston, TX 77055

C.H. Robinson Company
5012 50th Street, Suite 202
Lubbock, Texas 79414

Computer Solutions
5815 82nd
PMB #307
Lubbock, TX 79424

Daniele L. Maraviglia
Passalacqua, Mazzoni, Gladden,
Lopez & Maraviglia, LLP
P.O. Box 455
Healdsburg, CA 95448-0455

Fedex
P.O. Box 660481
Dallas, TX 75266

Gardere Wynne Sewell LLP
Mr. Steven S. Camp
1601 Elm Street, Suite 3000
Dallas, TX 75201

KRFE Radio Inc.
6602 Martin Luther King Blvd.
Lubbock, TX 79404

Lubbock Avalanche Journal
P.O. Box 491
Lubbock, TX 79408-0491

Lubbock Central Appraisal District
P.O. Box 10568
Lubbock, TX 79408

Mankas Hills Vineyards
MGR Partners, LLC
1793 Rockville Road
Fairfield, CA 94534

M.W. Periscope, Inc.
2025 Royal Ln., Suite 310
Dallas, TX 75229

Oller Engineering, Inc.
2517 74th
Lubbock, TX 79423

Poka Lambro Communications
P.O. Box 550
Tahoka, TX 79373

Phillip Anderson
408 E Woodrow Rd
Lubbock, TX 79423

Prospice Networks
P.O. Box 64805
Lubbock, TX 79464

So. Plains Electric Cooperative, Inc.
P.O. Box 1830
Lubbock, TX 79408

So. Plains Telephone Cooperative
P.O. Box 1379
Lubbock, TX 79408-1379

Texas Deputy Magazine
1304 Langham Creek Dr., Ste 324
Houston, TX 77084-5042

Lubbock County Tax Assessor
916 Main St., Ste. 102
P.O. Box 10536
Lubbock, TX 79408

Matthew J. Mussalli
9595 Six Pines Drive, Suite 8210
The Woodlands, TX 77380

McCleskey, Harriger, Brazill and
Graf, L.L.P.
P.O. Box 6170
Lubbock, TX 79493

Outsource Lease, Inc.
8004 Indiana Avenue, B-12
Lubbock, TX 79423

Popp, Gray and Hutcheson, LLP
Four Barton Skyway
1301 South Mopac, Ste. 430
Austin, TX 78746

3W Property Tax Services
P.O. Box 53126
Lubbock, TX 79453

Schneider Vineyard
2829 W. Dry Creek Road
Healdsburg, CA 95448

Spoil Me Rotten Party Rentals
124 E Broadway
Lubbock, 79403

Texas Alcohol Beverage Comm
License and Permits Division
P.O. Box 13127
Austin, TX 78701-3127

Texas Department of State Health
Services
P.O. Box 12008
Austin, TX 78711

Lubbock Electric Co.
1108 34th Street
Lubbock, TX 79411

Midtown Printing & Graphics
1602 Texas Ave.
Lubbock, TX 79401

Names and Numbers
P.O. Box 1479
Pittsburg, KS 66762

Oxbridge Capital Group, LLC
805 3rd Avenue, 17th Floor
New York, NY 10022

Peroni Falvio Enologo
Viale Europa, 3-37024
Negrar, VR
ITALY

PlainsCapital Bank
Mr. J. Bart Bearden
2911 Turtle Creek Blvd.
Ste 1300
Dallas, TX 75219

Shop Across Texas
5944 Luther Lane, Suite 800
Dallas, TX 75225

South Plains Reproduction
8810 Urbana Ave.
Lubbock, TX 79424

Texas Comm on Environmental Quality
P.O. Box 13089
Austin, TX 78711-3089

Texas Workforce Commission
TEC Building – Bankruptcy
101 East 15th Street
Austin, TX 78778

TraceAnalysis, Inc.
6701 Aberdeen Ave., Suite 9
Lubbock, TX 79424

United States Attorney
1205 Texas Avenue, 7th Floor
Lubbock, TX 79401

Wilkerson Storage Company
P.O. Box 2525
Lubbock, TX 79408

Worldwide Express
2828 Routh Street, Ste. 400
Dallas, TX 75201

Cliff Bigham, President Texas Wine and
Grape Growers Assoc
1448 CR 250
Meadow, Texas 79345

Clean 2 U
P.O. Box 53592
Lubbock, TX 79453

Underwood, Wilson, Berry, Stein &
Johnson, P.C.
P.O. Box 9158
Amarillo, TX 79105

Vitro Packaging, Inc.
P.O. Box 911431
Dallas, TX 75391-1431

William P. Lane
McCleskey, Harriger, Brazill
& Graf, LLC
P.O. Box 6170
Lubbock, TX 79493

WS Packaging Group, Inc.
1102 Jefferson St.
P.O. Box 127
Algoma, WI 54201-0127

ADT Security Services, Inc.
P.O. Box 371956
Pittsburgh, PA 15250-7956

Sue Johnson's Business Services
P.O. Box 6400
Lubbock, TX 79493

United States Trustee
Office of the United States Trustee
1100 Commerce Street, Room 976
Dallas, TX 75242-1496

Vulcan Capital, LLC
Attn: Kevin C. Davis
150 East 52nd Street, 11th Floor
New York, NY 10022

Willis of Tennessee, Inc.
P.O. Box 905643
Charlotte, NC 28290-5643

Bobby Cox
Rt. 3, Box 187J
Lubbock, Texas 79403

A&S Transportation
P.O. Box 1618
Lubbock, TX 79408

Retail Merchant's Association
902 Avenue J
Lubbock, Texas 79401